

# EXHIBIT C

## **Statement of Work # 2**

This statement of work ("SOW # 2), effective October 1, 2024 ("SOW # 2 Effective Date), is entered by and between Horizon Big, LLC ("Contractor") and Big Lots Stores, LLC ("Big Lots") and is governed by the terms of the Master Services Agreement ("Agreement"), effective July 1, 2024 by and between Contractor and Big Lots.

As of the SOW # 2 Effective Date, SOW # 1, effective July 1, 2024, will be terminated and replaced with this SOW # 2. For the avoidance of doubt, Contractor shall be compensated a monthly retainer of \$91,500 for the month of September in accordance with the terms of SOW # 1.

SOW # 2 Term: September 1, 2024 – September 30, 2025 ("SOW # 2Term)

### **Services to be provided**

Included Media Categories: Short Form (Linear, OTT, CTV), OLV, Audio (Streaming, Terrestrial, Podcasts), Out-of-Home, Digital Display, Paid Social, Affiliate/Influencer, SEO, Paid Search

- Account management services
- Media planning
- Media research\*
- Competitive analysis
- Media negotiation, placement and maintenance
- Media analysis, including: Intersect, Attribution Accelerator (High-Velocity MMM), Audience Lift, & CampaignFX
- Value added negotiation and execution – coordination and recapping/reconciliation of on-air, on-site and online promotional activity
- Billing reconciliation

\* If Big Lots requests Contractor to conduct proprietary research, a project estimate will be provided for Big Lots' prior approval.

### **Account Management Services**

Contractor will provide account management service to Big Lots on an on-going basis through Contractor's business solutions group. This group will be responsible for day-to-day media workflow between Contractor and the designated Big Lots personnel.

In addition, the account group will:

- Participate as an active member of Big Lots marketing team
- Participate in media plan strategy development
- Maintain brand integrity from strategy through execution
- Orchestrate all internal Contractor group activities
- Secure integrity of Contractor output relative to Big Lots goals
- Maintain media budgets

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### **Overall Account Management**

Contractor will be a critical business partner to the broader Big Lots Communications and Marketing Team. This role will manifest as not just the development of media plans and associated buying, but as a true collaborator with the full Big Lots team, other Big Lots agencies and any other third parties involved. Contractor's goal is to provide seamless and transparent integration in order to contribute to the development of key solutions and strategies that will provide Big Lots with a meaningful advantage in the marketplace. Contractor's Business Solution's Team will be the centerpiece of this effort and will do so by:

1. Participating in (and leading as appropriate) Big Lots status and other meetings/conference calls
2. Providing ongoing counsel on key media trends, developments
3. Developing recommendations on how best to leverage the Contractor team's resources
4. Leading collaboration with all Contractor partners
5. Ensuring timely completion of all deliverables and that all Contractor outputs meet Contractor's rigorous standards
6. Communicating with the core Big Lots and brands teams to include:
  - Weekly status reports which capture all key elements of existing projects and Big Lots requests
  - Ongoing financial management and budget accountability in line with this Statement of Work
  - Ongoing Big Lots education of new/emerging media platforms and other category insights

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## Strategy and Business Insights

Leadership from Contractor's Planning and Business Insights teams will be responsible for spearheading the following activities and deliverables, all developed against the goal of creating best-in-class consumer marketing. The activities and deliverables will include:

1. The **Competitive Intelligence** team will follow and report on category trends, media investment and key activities of up to 5 core competitors in each of Big Lots' markets. Media investment trends will be based on gross dollars as reported by Kantar Media Intelligence and shared out on a quarterly cadence. Please note that due to the complexity of today's media buying environment, Kantar's estimates do not align to actual budgets, especially for digital media. Despite these variations between vendor estimates and actual budgets, reported spending remains a strong indicator of the direction and ongoing dynamics shaping media strategy and tactics.
  - Key Competitive Intelligence deliverables include a twice yearly Category Landscape overview, providing an in-depth analysis of Paid media activations, covering Share, Channel Mix, and Seasonality across each of Big Lots' core markets. Content of the annual landscape analysis will include:
    - Executive Summary highlighting key shifts and maneuvers in the marketplace
    - Category Investment Trends within each of Big Lots' Markets, including Share, Channel Mix, Seasonality, and Market Benchmarks (e.g., TV GRP Thresholds)
  - Confer with Big Lots insights team to exchange knowledge and information on the category and competitive landscape.
2. **Recommendation & Management** of Primary Research as recommended and approved for by Big Lots. On an as needed basis, Contractor's teams may identify certain knowledge gaps that can be filled by incremental 1st Party Research, such as quantitative surveys and qualitative focus groups. Contractor's teams will design, lead and analyze approved research projects. Please Note: Recruitment, Facility, Moderation and other out of pocket costs will be in accordance with the MSA.
3. **Media Brief Development** is the first & most critical component of the Contractor's Strategic Planning process that ultimately aggregates the most pertinent data points and key insights, business and communication challenges and ultimately media strategy for each campaign. The development of this document is led by Big Lots team and provided to the Contractor Planning team. The briefing document includes:
  - Brand objectives and strategies, converted into communications objectives and strategies
  - Targeting recommendations, including demographic and psychographic
  - Considered Channels
  - KPIs & Success Metrics
4. **Subscription and Proprietary Media Planning Tools** (e.g., MRI Survey of the American Consumer, Forrester Technographics, Nielsen, comScore/Rentrak) will be accessed via Contractor and are included in order to ensure media activation based on data-driven insights. Contractor's proprietary

planning tools (e.g., Infuse, Cadence, Brand Ratings) are also included, to be deployed by Contractor on Big Lots' behalf.

- Infuse is a proprietary tool that helps identify customer journey stages and key channels to invest in building on three core inputs –category purchase movement, your brand health & sales data, partnered with the goals you identified in the media brief
- Cadence is a proprietary cross-platform video planning and optimization tool that allows teams to pull cross-platform national video R/F deliveries (Linear TV, OLV, Display, OTT\*) by campaign duration, month or quarter.
- Brand Ratings is a proprietary tool which uses Nielsen viewership data paired with behavioral/purchase/attitudinal data to identify areas that over-index against our target audiences.

5. **Vendor/partner evaluation** – ongoing evaluation of potential data and technology partners that will be most relevant for Big Lots' brand portfolio, consumer profiling, and targeting.

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## Media Planning

Upon the completion of a media brief and other related strategic efforts within the initial Phases, Contractor Media Planning Team kicks off the Strategy Phase. During this Strategy Phase, the Contractor team develops the Strategic Platform for the briefed initiative, as well as media plan recommendations for the investments teams to activate against. Key deliverables and activities during this Phase include:

1. **Review and Assessment of Prior Campaigns** to establish key learnings, best practices, and opportunities for improvement.
2. **Media Plan Development** completed for each strategic initiative with associated media budget which will include:
  - Collaboration of budget setting and goals with Big Lots, including recommendations on total budget required to grow brand (or achieve other discussed brand objectives)
  - Channel-agnostic allocation of budgets in a manner that is reflective of seasonality, competitive updates, and ongoing category analysis.
  - Deployment of all of Contractor's proprietary planning tools as needed.
  - Development of project plans and timelines to capture optimal pricing within both the upfront and scatter markets
  - Management of media plans in a manner that allows for regular optimizations to accommodate the evolving business needs of Big Lots
  - Creation of a media plan for each program using the following media options:
    - Video (National Broadcast & Cable, CTV, OTT, Digital Video, and other video channels)
    - OOH (excluding In-Store)
    - Audio (defined as Terrestrial, Podcasting, Satellite, and Streaming/Digital Audio)
    - Social Media (Paid Only; inclusive of all current channels, as well as new platforms Big Lots may decide to activate)
    - Site Direct Display
    - Affiliate/Influencer
    - Programmatic Media
    - Paid Search/Shopping
    - Non-Traditional
  - Development of buying guidelines and recommendations to include daypart mixes, programming restrictions and separations, which will be approved by Big Lots and adhered to in negotiations.
  - Flowchart development in alignment with recommendation to include forecast deliveries and year over year (YOY) comparison (dependent upon data provided by Big Lots) and will be inclusive of inflation.
    - Up to two options for review with key stakeholders and up to three rounds of revisions
  - Management of RFP process with media partners
  - Development of an executive summary of approved plans

- Revisions to approved plans, as they become necessary due to factors such as budget changes or flighting shifts
  - **Authorization Management** including Media Authorization Forms for Big Lots approval prior to purchase
  - Campaign reconciliation of under-delivery will be managed for all channels, where appropriate, and teams will strive to negotiate makegoods to run as quickly as possible, without sacrificing quality of asset. Big Lots and Contractor teams will have collective conversation on best approach for make good vs. taking savings
  - Monthly business/budget review with Contractor and Big Lots will be to discuss key trends and issues that have media implications
3. **Campaign Integration Development** which are designed against the need for building best-in-class brand integrations and extensions, tied to media commitments, which could include Broadcast Integrations, Digital Integrations or Social activations
- Creative Concepts: brainstorm concepts to be included in the media RFP to better guide work from Contractor media partners and receive activation proposals
  - Proposal Selection: participate in the proposal selection to supplement the media team with content criteria to identify the best opportunities
  - Content Extensions: unlock additional content opportunities within agreed upon media partnership to be used on Big Lots' own channels
  - Content Creation Oversight: working alongside media partners to ensure that the work done is aligned with the proposal and makes the best of the partner's strengths
  - Mobile Site and App Creative Services: Should Big Lots elect to leverage Contractor creative services to create custom mobile experiences that cater to each mobile channel, Contractor can design, build and optimize mobile creative in all instances
    - Creative production costs and services clearly detailed in all relevant media recommendations with a statement of work appended, adhering to mobile creative rate card
    - Costs for creative services will be itemized on the final media plan and Big Lots MAF's

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## Media Investments

The activation phase is grounded in the Investment Strategy and Execution of the Media Plans developed during the Design Phase. At its core, Media Investments are focused on delivering the greatest possible value for Big Lots' media budgets, be it through best-in-class negotiations, creativity in integrations or the deployment of a full array of media buying tactics. The Contractor team is focused on developing the approach to the marketplace and subsequently executing on behalf of Big Lots, including full stewardship until the completion of the campaign. These deliverables and activities include:

- Investment Recommendation across all media channels
  - Execution/buying for Video (inclusive of National Broadcast & Cable, and digital video channels (social video, site direct video, programmatic video, CTV, OTT), Audio (inclusive of Local Radio, National Radio and streaming/digital audio), OOH, Paid Search, Paid Social, affiliate/influencer and Programmatic.
- Big Lots will endeavor to provide a minimum of 6 weeks lead time for investment negotiations
  - Big Lots will endeavor to provide 8 weeks lead time for top-down negotiations
  - Post plan approval changes shall be accommodated as needed, these may include:
    - Cancellations, Flighting, Spot Length Revisions, Additions
- Contractor responsibilities include:
  - Evaluation of marketplace conditions and provide updates as needed
  - Act as experts for development of buying strategies

- Value Add Negotiations to derive incremental value for Big Lots, to include on-air banners, interstitials, etc. (NOTE: all incremental talent or production costs for Value-Add opportunities at the expense of Big Lots in accordance with the MSA)
- Rating/Impressions Projections where possible (there may be instances where there is no or limited syndicated data to provide this type of information)
- Media Negotiations to achieve advantageous pricing that effectively reaches the specific target audience for each brand. This activity should include high profile placements where appropriate
- Development of Buy Schedules summarizing all investments including budget recap, purchased deliveries, program highlights
- Implementation of brand safety measures across all applicable channels
- Program Management is a critical component of campaign stewardship and will reflect the following activities for Video, Audio, and Digital
  - Insertion Order Management, including initial issuance and updates, as needed.
  - Campaign Deployment to include bill payment, national traffic instructions, and post-buy stewardship
  - Trafficking national materials and ensuring the right creative is placed in the intended environment for each brand and campaign is a shared effort with the creative agencies.
    - Upon receipt of creative assets, the Contractor digital investments team is responsible for trafficking of materials for each national campaign; creative spec development/creative kick off process to include the following steps.
      - Contractor will negotiate creative specifications to acquire most favorable creative opportunities – file spec details, video play time, rich media & native details, etc.
      - Contractor will create the campaign Spec- national traffic sheet that will be sent to the Creative Team for creative development.
      - Contractor will manage creative kick-off calls with any media partners as the plan requires for the creative agency and/or the brand teams.
  - Cross-Team Collaboration to include effective communication between brands, creative and partners with regards to Big Lots media project
- **Campaign Reporting, issued quarterly (Post 90 days for Linear and Connected TV)** is defined separately from Campaign Performance in that this is solely focused on ensuring the purchased media delivers on contractual commitments, as opposed to campaign success metrics (which will be covered in the Analytics Scope)
- **Annual Planning**

Contractor will provide Big Lots with strategic guidance on media campaigns in Q4 (or as mutually decided by Big Lots and Contractor) of the year prior to reset and ensure upcoming years strategy is bought off on footprint-wide along with a defined roadmap for the upcoming fiscal year. This will include:

  - Strategic Framework and Connections Plan
  - Budget planning and
  - Role of channel
  - Revised measurement and analytics plan/learning agenda refresh
  - Asset inventory – content and creative
  - Media investment recommendation

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#### **Programmatic, Paid Social, OLV, Paid Search, SEO, Affiliate/Influencer**

Contractor will provide Big Lots with strategic planning services and activation management across programmatic and paid social for all key marketing initiatives. Strategic guidance and recommendations will be driven by business objectives and established performance goals.

- **Strategic Planning**
  - Holistic Channel Planning
    - Cross channel Biddable strategies, planning and performance evaluation
    - Inclusion in weekly Biddable/Search meeting to discuss performance, creative, and strategic initiatives

- Tactical Learning agendas and pilots (in support of larger measurement learning agendas)
  - Audience Planning
    - Audience strategy, segmentation and profiling work in support of prospecting
    - 1P data approach recommendations
    - Exploration and vetting of new partners.
- **Activation & Management**
  - Campaign Set Up & Execution
    - Set up and creation of new campaigns in platform(s), adhering to media recommendation approved by Big Lots
    - Quality assurance check of all campaign elements; budgets, targeting, creative, internal process, completed by a senior member of Contractor trading team
    - Trafficking of new national creative and application onto existing strategies; includes new creative placements tags, new assets or new ad copy
  - Optimization
    - Campaign optimization to achieve most efficient and effective media strategy, maximizing investment
  - Audience Management Tools
    - Audience A/B testing
    - Reach and Frequency management and conversion tracking on video investment
  - Pacing & Budget Management
    - Weekly tactical shifts; Quarterly strategy/channel shifts
    - Actualized and reviewed weekly across biddable and Search/shopping

## OLV

Contractor will provide Big Lots with strategic guidance for video campaign management in Google, Bing, YouTube, or other search partners identified across devices for Big Lots' key marketing initiatives. Strategic guidance and recommendations will be driven by business objectives and established performance goals collaborated and agreed by Big Lots and Contractor.

- **Strategy and Account Management**
  - Provide strategic leadership to drive growth aligning with Big Lots' key objectives, including analysis of existing efforts and emerging opportunities
  - Development of a detailed yearly plan with quarterly share outs inclusive of strategic and tactical recommendations, testing opportunities, and adjustments to consumer experience, as applicable.
  - Manage day-to-day Big Lots and media partner communication
  - Tactical Learning agendas and pilots (in support of larger measurement learning agendas)
  - Inclusion in weekly Biddable meeting to discuss performance, creative, and strategic initiatives
  - Collaboration with Analytics on reporting and analysis
- **Campaign Management**
  - Flighting to be monitored, reviewed, and actualized weekly
  - Partner with Analytics to plan budget and identify volume opportunities. Determine budget thresholds based on current and projected performance
  - Manage campaign optimization to support online and offline KPIs, including shifting budgets across campaigns, implementing bid strategies, and query mining
  - Execution and buying of YouTube inventory across devices, inclusive of YouTube Shoppable & Masthead campaigns
  - Optimize YouTube campaigns based on individual tactics' goals to support online and offline KPIs

- **Ad Serving & Technology**

- Delivery, tracking and other media technology costs will be billed separately as applicable and incurred as part of the campaigns developed for Big Lots. Such fees could include:
  - Tech operations & implementation (ensure media ad server and bid management platform tagging & implementation of tracking code)
  - Please refer to Ad verifications fees listed below for further detail

- **Out Of Pocket Expense**

- External technology and tools deployed to evaluate and optimize performance of Big Lots' paid media and site experience would be an incremental expense based on negotiated partner/vendor rate card.

- **Technology Fees**

- Delivery, tracking and other media technology costs as part of the campaign developed for Big Lots will be billed directly to Big Lots. Such fees include: Tech operations & implementation).

**Paid Search**

Supplier will provide Search Engine Marketing and eCommerce ("SEM") Services as set forth below and will cover the United States.

Agency will provide the following strategy, services, and/or deliverables:

- Set up, manage, and optimize Company's Paid Search (SEM) and biddable media activity for the following publishers: Google; Microsoft; Google Shopping , and Microsoft Shopping
- Review of overall business goals & objectives as they relate to SEM strategies, goals & objectives
- Support campaigns driving to applicable domains, as provided by Company
- Consult Company on performance benchmarks and conversion types
- Ongoing insight regarding optimization of Company's overall SEM program
- Strategic leadership and SEM team support
- Sharing of industry findings relevant to Company
- Alignment of SEM with other digital and traditional media elements managed by Agency
- Manage vendor payment processing on behalf of Company, if necessary

**Setup and Ongoing SEM Services**

Supplier will begin all paid search engagements with a comprehensive setup phase that includes the following items for all account types:

- Kick-off meeting
- Alignment on search objectives based on details provided by Company in campaign briefs
- Search strategy, including specific recommendations for search weighting by general market, applicable audience segments, device, geography.
- Determine KPIs and metrics for measurement, in conjunction with Company
- Keyword development – preparation of detailed keyword lists, keyword groups and mapping to Company-provided landing pages
- Establish campaign budget based on inputs from search strategy, in addition to forecasting search volume and performance against agreed-upon Company metrics e.g. SOV, CTR, impression delivery, revenue, ROI, ROAS.
- Creative setup - Development of search ad copy, including obtaining necessary approvals from supplier and/or merchants with assistance from Company.
- Trafficking setup
- Account setup – Establishment of accounts/programs within above-referenced publishers, as well as within bid management technology selected
- Merchant feed setup – Supplier will consult Company on merchant feed setup and optimization.
  - Ongoing management of merchant feed will be covered in a separate statement of work.



- Discoverability audit, identifying opportunities for performance improvement and including a roadmap for implementation of vital optimizations

Supplier will provide the following SEM services on an ongoing basis or as defined below:

- Overall program strategy and tactical implementation - to be refreshed on a quarterly or by-campaign basis
  - Testing roadmap, inclusive of initiative, considerations, timing, duration, and high-level measurement plan.
- Competitive analysis – to be provided on a quarterly basis
  - Review of competitor and retailer SEM activity and recommendations for adjustment of in-market strategy
  - POV on RVC category and SEM industry trends
- Campaign management and optimization
  - Budget optimization, keyword optimization, bid management, creative optimization, landing page recommendations, keyword expansion, ad copy testing
  - Audits on an as-needed basis
- Reporting and Analysis – Supplier will provide Company with a weekly report and a campaign wrap-up or quarterly business review, the format of which will be agreed upon between Supplier and Company, and will at minimum include:
  - Keyword performance (volume, CTR, CPC, etc.)
  - Creative performance (CTR, top performing messaging, etc.)
  - Conversion data and insights, inclusive of ROI/ROAS by product, product category or any other segmentation defined in collaboration with the Company (where applicable)
- Real-Time Reporting and Analysis – Supplier will provide Company with real-time access to view campaign performance and will at minimum include:
  - Keyword performance (volume, CTR, CPC, etc.)
  - Creative performance (CTR, top performing messaging, etc.)
  - Conversion data and insights, inclusive of ROI/ROAS by product, product category or any other segmentation defined in collaboration with the Company (where applicable)
- Alignment/Integration with core partners, including:
  - Website/SEO teams
  - Traditional media
  - Search Engine partners/vendors/tools
- Meetings & Consultations
  - Supplier SEM team will be available for weekly meetings to discuss performance, insights, ongoing strategic and tactical recommendations, and industry updates and Supplier will lead these meetings, publish agenda, and publish meeting notes.
    - One-off requests, assignments, tasks, or data pulls not related to current programs
    - Research or POVs not initiated by Supplier
    - Informal SEM recommendations (e.g. exploratory keywords builds, traffic estimates, etc)
  - Supplier to provide quarterly check-ins with senior leadership

**SEO**

An SEO engagement will look at the underlying organic ranking factors in the search engine landscape and formulate a strategy for a site redesign. Through the SEO strategy, Contractor will analyze keywords of competitors, maintain relevance, and guide Big Lots on the appropriate tactics to improve search engine visibility and drive conversions.

#### Holistic SEO Engagement

- a. Project kickoff and goals
  - i. Search insights
  - ii. Keyword targets, mapping and strategy
  - iii. Project plan
  - iv. Baseline report
- b. Website audit and recommendations
  - i. One (1) technical audit
    1. Optimization recommendations including, but not limited to:
      - a. Information architecture
      - b. HTML improvements
      - c. Crawl errors
      - d. XML and robots.txt file updates
      - e. Duplicate and thin content audit
      - f. Internal linking strategy
      - g. Site speed opportunities
      - h. Core web vitals analysis and recommendations
    2. Implementation of CMS-based items, support for development work and Quality Assurance ("QA")
  - ii. On-page audit and recommendations
    1. Optimization recommendations to including, but not limited to:
      - a. Critical site category recommendations and prioritization
      - b. Page titles and descriptions
      - c. Heading tag improvements
      - d. Image and video optimization tags
      - e. HTML body copy improvement
      - f. Structured data recommendations
    2. Implementation of CMS-based items, support for development work and QA
- c. Content audits, ideation & strategy
  - i. Content ideation and briefs
    1. Competitor gap analysis
    2. Content ideation (two to three (2-3) topics monthly based on seasonality and priority)
    3. Content briefs performed on a monthly basis
    4. Written content creation provided in Word (.docx) format
    5. Content review and QA
- d. Paid and organic search audit and recommendations
  - i. Optimization recommendations including, but not limited to:
    1. Updating webpages for high performing paid search terms
    2. Ideate new landing page targets for paid search team
    3. A/B Test strategies across channels
- e. Local SEO
  - i. Manage third-party tool local citation management tool team interactions
    1. Recommendations including, but not limited to:
      - a. Local listings management and reviews
      - b. Google Business Profile review/analysis/recommendations

- c. Third-party listing accuracy
  - d. Local authority and reviews audit
- f. Monthly reporting and tactical calls
  - i. Format to be developed in concert with Big Lots
  - ii. Presented as domain specific
  - iii. Addresses analytics data, keyword tracking
  - iv. Includes insights, recommendations and next steps
  - v. Review status, reporting and action items
  - vi. Question and answer; brainstorming
  - vii. Monthly thought leadership and POVs

### **Affiliate/Influencer**

Contractor to manage Big Lots' Affiliate/Influencer Program to drive on site conversions to BigLots.com and in-store sales at Big Lots stores during the terms of this agreement.

The following deliverables will be provided:

- Technology management
- Weekly reporting and status
- Vendor outreach/recruitment
  - Identify new partnerships for Big Lots review/approval to accomplish business goals.
  - Performance driven vendors to diversify program as needed
- Strategy and tactical recommendations to support overall program goals
  - Top line revenue growth, support for various promotions and initiatives, etc.
- Handle ongoing program tasks such as: Publisher optimizations, screen shots, QA of media placements, and any other typical affiliate/influencer tasks that require the team's attention
- Budget management and recommendations where needed
- Provide media plans, measurement plans and other related details to garner approvals to lead to media activations
- Represent Big Lots at any affiliate or other industry conference the Contractor affiliate marketing team attends with the intention of finding quality advertising vendors to contribute to Big Lots' growth in the marketplace
- Keep up to date with industry trends and inform Big Lots, as needed, to improve the overall marketing plan.
- Manage influencers via the Impact Creator tool.
- For influencer marketing, Contractor will on a quarterly basis develop influencer tactical plan in collaboration with Big Lots.

### **TECHNOLOGY**

Supplier will provide third-party technology recommendations, based on review of Company's needs and goals, and will either negotiate with vendors on behalf of Company, in which case Supplier will manage vendor payment processing, or will work with Company to select and contract directly with a vendor. In either case, Company will bear technology costs for the following services:

- Bid management
- Site-side analytics
- Search ad monitoring or compliance

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- **Principle Media Buying**

- The parties acknowledge that Media Excel (MX), a division of Contractor, may hold inventory ("Media Inventory") as a principal instead of as an agent for a disclosed principal. Subject to the succeeding sentence, Big Lots authorizes MX to place up to \$3,000,000 of Media Inventory on Big Lots behalf during each contract year of the Term. Contractor's duty to act in the best interest of Big Lots shall not be limited, including Contractor's responsibility to deliver the agreed upon CPM performance metrics of such advertising in line with non-principal media purchases.
- The composition and amount of Media Inventory that will be applied to a given Big Lots advertising campaign shall be mutually agreed upon by Contractor and Big Lots via Big Lots approval of a purchase authorization and such purchase shall be in accordance with each media vendor's standard buying guidelines.
- Following the airing of any advertising that utilizes Media Inventory, Contractor, will provide Big Lots with copies of media vendor affidavits and other applicable proof of performance edited to redact from invoices the actual Media Inventory cost.
- As part of Principal Media Buying:
  1. Plans/schedules/optimizations for securing Media Inventory will be subject to the same rigor as non-principal buying.
  2. Big Lots will have full visibility into publisher detail, targeting, impressions, as well as bottom line spend, Big Lots net CPMs, but not station net.
  3. Schedules will look exactly the same as non-principal media buying, but publisher level pricing will be redacted.
- The approval process shall follow the existing process with Big Lots approving all buys after Contractor provides the applicable schedule(s).

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## **Analytics**

### **Data-Driven Planning (DDP)**

#### **Data science driven planning Led Planning**

- Cross channel planning based on performance/iROAS
- Partner with strategy and media teams to enhance plans and creative recommendations based on below audience analysis
- Partner with Big Lots internal teams to identify opportunities and incorporate 1P data or other data strategies into planning and optimization processes

## **Measurement**

## **Strategy**

- **Measurement Plan:** Create and deliver a cross-channel measurement plan with a learning agenda to ensure the right metrics, KPIs and testing are present to track and measure success of media investment.
- **Collaboration:** Contractor will work with Big Lots' marketing analytics and finance team to develop a measurement model that correlates to business performance.
- **Data Sources:** Define and streamline required data sources across media channels to formulate a unified data view of the campaign, such as Ad server, and Digital Media Conversions.
- **(Attribution) Measurement Solution:** Contractor will integrate CRM data with media data and prepare the raw files by cleaning and creating any additional attributes needed for closed loop measurement. Contractor decision sciences will develop omnichannel ROAS models (Shapley, Markov chains or custom if necessary) based on log level exposure and conversions. Models will be assessed for best fit and compared against existing datadriven attribution (DDA) approach to determine how Omnichannel approach changes channel attribution conclusions.
  - Recommendations and results by channel/tactic to be shared in weekly readout via Dashboard

**Campaign Learning Agenda and Test Plan** Deploy a learning agenda, when appropriate, for Big Lots to understand the effectiveness of media and marketing. Contractor recommends limiting the number of tests to align with use cases. Each test plan will compromise of: .

- Test KPI
- Test Methodology
- Test Timeline
- Tools and Data Sources

#### **Advanced Analytics Support**

- Ad hoc deep dive drill down analysis can include ROI regression analysis, and AB testing
- Leverage proprietary models
  - Intersect (Conducted Weekly): A proprietary measurement tool that attributes conversion events, both upper and lower funnel, based on their incremental values determined through machine learning and game theory algorithms. This output informs weekly buy optimizations and determines higher-order planning guardrails to maximize efficiency and conversion volume. (Linear, CTV, OTT, OLV, & Digital/Streaming Audio)
    - Connect<sup>SM</sup> Pixel: Contractor pixel appended to individual OTT partner tags to ensure successful measurement
  - AttributionAccelerator – High Velocity MMM (Conducted Weekly): leverages probabilistic and deterministic data to product a high-velocity attribution model. This is built and trained on a specific KPI (e.g. ROAS). Once data is made available and model construction is complete the model is run at a weekly cadence, this will require time for data to mature based on lookback period. Big Lots will be responsible for automating first party data for the model once built. Model construction timeline will vary based on complexity and availability of historical data.
    - Audience Lift (as needed): leveraged to provide insight into incrementality of audiences
  - CampaignFX (as needed): Statistical Bayesian model designed for rapid match market design analysis that provides insight into business contribution, lift in sales and ultimately ROI.
- On-going support of other 3<sup>rd</sup> party partners readout on results
- Tools and Models to use attribution results to inform testing and rapid experimentation.
- Data importing (provided to Contractor by Big Lots in CORE compatible format), exact time commercial monitoring

#### **Reporting**

Aggregation and consolidation of digital media data across various data sources (ad servers) and social

media platforms to inform optimizations:

- **Automation**
  - Maintaining live dashboard with visual refreshes every quarter. Contractor to share timeline of when updates can be made based on feasibility
  - Data cuts to mimic standard reporting breakouts but constrained to each platform's data availability (detailed below)
  - All-in view across all channels and programs to be created covering the following metrics: impressions, costs, clicks, click-through rate, sessions, orders, conversion rate, cost per order
- **Reporting to include:**
  - Attribution Dashboard
  - Cross Channel Delivery Dashboard
  - Monthly or Quarterly Business Reviews (to be determined with Big Lots team)
  - Contractor cross-discipline lead team members sharing insights and observations as it pertains to Big Lots performance and opportunities.
- **Standard reporting frequency:**
  - Weekly Attribution and Cross Channel Delivery dashboard, with one week data lag
  - Monthly or Quarterly Business Reviews to be shared within 21 days of closing period, unless otherwise communicated by Big Lots team and data feasibility
  - Additional data pulls and reports that live outside the dashboard (ad hoc requests) should be limited to 5 per month in order to maintain consistency in source of truth reporting and efficient use of resources
  - Report feedback incorporated in following reporting deliverable
- **Standard reporting format:**
  - Formats and views to be determined in conjunction with Big Lots and can include the following document types as options: Excel, Tableau, and PowerPoint
  - Digital reports will follow a standard format, subject to 2 rounds of revision
  - Excel/Tableau reports to include campaign-level Executive Summary tab, and subsequent tabs for each digital channel with investment (e.g. Search, Display, etc.)
  - Excel/Tableau Templates to be designed in conjunction with Big Lots, to include data visualization, data charts, and insights summary
  - If used, PowerPoint report to include high-level data-breakouts and insights to be designed as an Executive-Level summary
  - Up to two rounds of revisions for PPT template

Up to 2 template revisions per year for both Excel/Tableau and/or PPT reports

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**blu.**

- a. **Set-up:** Ingest, structure and store 1P audience data, CRM, email, SDK, site-side, POS and performance data for reporting and omni-channel audience building. Enrich profiles and map to ID During kick-off meeting, the parties will mutually agree upon the delivery method and format for the data exchange process.

**Deliverables:**

- Onboard audiences based on Big Lots' CDP and ingest CRM, sales and media performance data into Contractor's Amazon Web Services provided cloud storage ("AWS") or Big Lots' existing provider support.
- Custom set-up of infrastructure, initial ETL development and API configuration, review of data dictionaries for each file, collection of specs/APIs for data on-boarding, naming convention set-up, refresh cadence set, QA, definition of roles and responsibilities, data hygiene process created .
  - Data sharing method and delivery format will be mutually determined. Snowflake is an option for data sharing with Big Lots but AWS S3 and SFTP are also available if necessary.
  - The parties will schedule a technical kick-off with Big Lots' IT team and Contractor's media tech team to mutually determine the detailed steps for the above process and the delivery method and format for the data sharing. Contractor will share performance data mapped back to the synthetic data and ID and any audience segmentation Contractor performs on Big Lots' behalf under this SOW # 2. The delivery method and format for the foregoing data will be mutually determined after due diligence is completed. For the avoidance of doubt, Contractor will not be providing any physical enhanced data to Big Lots.
- Enhance user level profiles and map to blu.ID, append incremental data attributes for profiles, and map to full device graph and activation extensions (i.e., ex) browser, mobile device and other devices.
- Data mapping of Big Lots data against blu. ids.
- No extra charge to Big Lots for first-party data, this is included in the service. Any Big Lots first-party data provided by a third-party at the direction of Big Lots will be a pass-through cost to Big Lots, as mutually determined, to be paid separate and additional to the Fee (i.e., not included in the services).

**Dependencies:** Receipt of data dictionaries for each data source, receipt of personal identifiable information ("PII") from Big Lots for onboarding, receipt and usability determination of sample files from all data sources (within thirty (30) days prior to campaign launch), login access to Big Lots' log in credentials to Big Lots provider ad accounts.

- b. **Maintenance:** On-going data cleaning, QA and maintenance of data and relevant integrations.

**Deliverables:**

- Monthly support and maintenance of data APIs, ETLs and data warehouse configuration, ongoing QA, data hygiene and storage.
- Creation of feedback loops of performance data to Contractor analytics tools and blu.ids.
- Data feed to download data back to Big Lots system, in accordance with mutually agreed upon delivery method, format and frequency.

- c. **Orchestration:** Omni-audience development.

**Deliverables:** Omni-audience strategy and blueprints by campaign, data and tech recommendations, data mining to identify audiences, custom propensity models based on raw attributes, lifetime value analysis, product and content overlap analysis, specialty attribute queries, custom audience creation UI, access to second-party and third-party data, new audience optimization recommendations, coordination with owned channel owners (CRM, email, social, App, etc.) tied to blueprints.

**Dependencies:** Alignment on budgets by campaign, KPIs by campaign, market prioritizations by campaign, cadence of refreshes for reports.

d. **Audience Creation:**

**Deliverables:**

- Onboarding audiences for testing and campaigns
  - Create crosswalk between Big Lots' CPD and blu.
  - Match Big Lots' IDs and other data sources to blu.ids based on PII
- Refine targeting/expand reach based on proprietary data
- Contractor to make audiences available across platforms to support Big Lots campaigns
  - e.g., Social: Create custom audiences in Facebook, YouTube, etc.
  - e.g., Programmatic: Push audiences to Trade Desk.

e. **Optimization and Analytics:**

**Deliverables:**

- Contractor to capture in-market data (e.g., clicks, video completion, conversions etc.) and associate such data with blu.ids across all channels where applicable
- Contractor to actively manage campaigns by continuously optimizing in-market activities across audiences, channels and creative in order to drive performance.
- All reporting is derived once the media plan is finalized and a measurement plan is determined by campaign
- A reporting calendar is issued and determined by Big Lots' need and data availability, such as by a broadcast week, fiscal year, etc. Contractor will work with Big Lots' analytics team to derive a plan custom to specific business needs.

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**Out of Scope Services**

This Agreement covers media activity in the United States for the Included Media Categories outlined above. Non-traditional Out-of-Home media such as guerilla (e.g., place based vehicles) and experiential/engagement/stunts are out of scope, as are the following services: Out-of-home print production (subject to a 15% charge to cover the coordination/internal labor costs of the Out-of-home media department), managing special media and live promotion events, sports sponsorships, digital media creative services, social media projects and programs (including barter media placement [e.g., blogger outreach], social intelligence reporting, social community development and management, cross-platform social enhancements, location based social activations, email marketing and deployment services, content development and deployment, and online promotion), mobile creative ideation, production and development, strategic consulting services related to mobile apps, app management and mobile media planning and buying supporting apps, all virtual reality, augmented reality, and 360 degree video strategy, distribution, measurement and production, all mobile messaging efforts (such as keyboards and chat bots, etc.) that require strategic recommendation and production, mobile Customer Relationship Marketing (including SMS deployment, shortcode procurement, etc.).

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**Contractor Compensation**

- (a) Contractor will be compensated a retainer fee of \$3,600,000 during the SOW # 2 Term. The retainer fee will be billed on or around the first day of the month in advance in twelve (12) equal monthly



installments of \$300,000. The parties agree that the Contractor shall provide professional services at no cost for the first thirty (30) days and the first invoice date under this SOW # 2 to be October 1, 2024. In addition, Contractor will be compensated a commission fee as follows based on the planned and approved net media cost outlined in the media plan:

<u>Medium</u>	<u>Commission</u>
CTV/Linear	1.5%
Terrestrial Radio	3.5%
OOH	3.5%

Contractor will place programmatic advertising solutions on Big Lots' behalf utilizing Contractor's programmatic practice entitled, HX. HX, via self-service automated software platforms, delivers services including digital media procurement, media investment strategy, marketplace curation and management, negotiation of media, data, and tech rates via Supply Path Optimization, technology and product operations, and performance analytics, on top of licensed technology software and iterating Contractor IP (e.g., custom algorithm engineering). CPMs reflected within planned, authorized, and activated media, incorporate charges for services outlined as well as third-party licensed software.

HX's charge for strategic services also includes the management and optimization of in-platform buying. In-platform buy management extends to always-on communication with the programmatic marketplace ensuring proper curation of inventory marketplaces, negotiation of all associated media costs, data and audience delivery, and product development. Third-party licensed software costs are technology costs related to programmatic delivery via buying/optimization and reporting and analytics. Charges may vary based upon software licenses and/or inventory sources used within the Data Services Providers.

(b) **Miscellaneous Fees**

If requested by Big Lots, Contractor will perform the following services on Big Lots' behalf:

- Internal coordination of linear video and audio traffic/delivery
- Where Contractor is not retained to perform Out-of-home print production services, all of the related production management and traffic coordination services
- Management and administration of non-standard value-added media placements and promotions (such as the creation and development of promotional materials [copy, logos, etc.]; prize fulfillment; and contract administration)

(c) **blu. Data Fees**

In addition to the fees payable in 3(a) above, for blu. services, Contractor will bill Big Lots a \$600,000 annual data usage charge that covers segments for audience buying (inclusive of addressable media such as hx programmatic and social marketplace activations). This data usage charge will be billed in advance on a monthly basis in (12) equal installments of \$50,000.

**Miscellaneous Expenses**

Contractor will bill Big Lots for the following expenses it incurs on behalf of Big Lots on estimate at the same time it bills Big Lots for the underlying media costs: (i) BVS (Broadcast Verification Services) and VEIL encoding services which are third party charges used in the detection of general market and direct response television campaigns that enable Contractor to track commercial air times; (ii) out-of -pocket third party technology data charges including pixels and data-onboarding fees (e.g. LiveRamp, Neustar and any

applicable taxes); and (iii) out of pocket third-party traffic costs. Payment and reconciliation to be in accordance with the Agreement.

By signing below, each party represents it has read this SOW # 2, understands it, and agrees to be bound by it as of the SOW # 2 Effective Date.

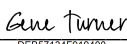
**BIG LOTS**  
**Big Lots Stores, LLC**

By: DocuSigned by:  
  
FF2E51629539412...

Print Name: Jonathan E. Ramsden

Title: EVP and CFO

**CONTRACTOR**  
**Horizon Big LLC**

By: Signed by:  
  
DEB57134F919400...

Print Name: Gene Turner

Title: President